

# HELM

FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111  
415/398-4510 FAX 415/398-4816

Mr. Vernon Williams  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, D.C. 20423-0001

August 6, 1998

RECORDATION NO. 21568-1 FILED

AUG 10 '98

11-19 AM

Dear Mr. Williams:

Enclosed are two (2) originals of the **Memorandum of Full Maintenance Lease Agreement** dated as of November 24, 1997 and two (2) originals of **Memorandum of Amendment to Lease** dated as of March 31, 1998 between the following parties:

Lessor:	Helm Financial Corporation One Embarcadero Center, Suite 3700 San Francisco, CA 94111
Lessee:	National Specialty Aggregates, LLC 2665 E. Desert Lane Gilbert, AZ 85234
Guarantor:	Pebble Technology, Inc. 7950 East Acoma Drive #105 Scottsdale, AZ 85260

The equipment involved in this transaction is as follows:

Equipment: See attached Schedule A to the Memorandum of Lease.

See attached Schedule A to the Memorandum of Amendment to Lease.

Please file this memorandum as a primary document and the amendment as a supplementary document and return one (1) stamped original of each document to my attention. A check covering the two filings (\$52.00) is enclosed.

Sincerely,

*Alison Drain*  
Alison Drain  
Document Administrator

/ad  
Enclosures (4)

AUG 10 '98

11-19 AM

MEMORANDUM OF  
FULL MAINTENANCE LEASE AGREEMENT

THIS MEMORANDUM OF FULL MAINTENANCE LEASE AGREEMENT ("Memorandum") is made as of November 24, 1997 and is intended to evidence that certain Full Maintenance Lease Agreement dated as of November 24, 1997 ("Lease") among HELM FINANCIAL CORPORATION, a California corporation ("Lessor"), NATIONAL SPECIALTY AGGREGATES, LLC, an Arizona limited liability corporation ("Lessee") and PEBBLE TECHNOLOGY CORPORATION, an Arizona corporation ("Guarantor"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board of the Department of Transportation under Section 49 of U.S.C. 11301. Lessor has the right to lease the rail equipment, more fully described in Schedule A hereto ("Units"). Lessee leased from Lessor the Units at the Rent and upon the terms and conditions provided in the Lease.

The Lease and the Units cannot be assigned, subleased or in any way encumbered without the prior written consent of Lessor. Lessee has granted a security interest unto Lessor in and to any and all Payments, as such term is defined in the Lease, including, without limitation, any and all Rent and other Payments pursuant to any sublease of the Units. In the Event of Default, as such term is defined in the Lease, Lessee assigns any and all subleases to Lessor.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed by their duly authorized representative as of the day and year first above written.

LESSOR

HELM FINANCIAL CORPORATION

By: 

Print Name: Richard C. Kirchner

Its: President

LESSEE

NATIONAL SPECIALTY AGGREGATES, LLC

By: Print Name: LAURENCE G. TURLEYIts: President

GUARANTOR

PEBBLE TECHNOLOGY, INC.

By: Print Name: L.R. PERKINSIts: President

SCHEDULE A  
TO THE MEMORANDUM OF LEASE

THE UNITS

Equipment Description:

Twelve (12), 100-ton, four pocket, open top hopper railcars.

Unit Numbers:

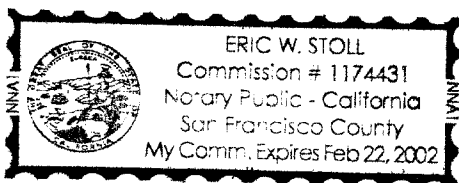
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HLMX	40067
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HLMX	40210
HLMX	40246
HLMX	40247
HLMX	40269
HLMX	40308
HLMX	40362
HLMX	40380

STATE OF CALIFORNIA           )  
  ) S.S.  
COUNTY OF SAN FRANCISCO )

On June 3rd, 1998, before me, Eric W. Stoll, personally  
appeared Richard C. Kirchner, President of **HELM FINANCIAL CORPORATION**,

X personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the person(s)  
whose name(s) is/are subscribed to the within instrument and acknowledged  
to me that he/she/they executed the same in his/her/their authorized  
capacity(ies), and that by his/her/their signature(s) on the instrument  
the person(s), or the entity upon behalf of which the person(s) acted,  
executed the instrument.



Witness my hand and official seal.

Eric W. Stoll  
SIGNATURE OF THE NOTARY

[Notarial Seal]

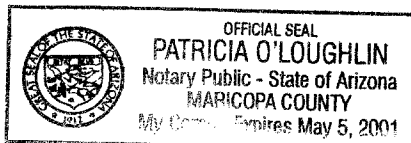
STATE OF ARIZONA           )  
  ) S.S.  
COUNTY OF Maricopa )

On May 28th, 1998, before me, Patricia O'Loughlin, personally  
appeared Laurence U. Turley, of **NATIONAL SPECIALTY AGGREGATES, LLC**,

X personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the person(s)  
whose name(s) is/are subscribed to the within instrument and acknowledged  
to me that he/she/they executed the same in his/her/their authorized  
capacity(ies), and that by his/her/their signature(s) on the instrument  
the person(s), or the entity upon behalf of which the person(s) acted,  
executed the instrument.

Witness my hand and official seal.



Patricia O'Loughlin  
SIGNATURE OF THE NOTARY

[Notarial Seal]

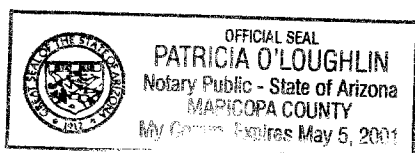
STATE OF ARIZONA )  
COUNTY OF Maricopa ) S.S.

On May 28<sup>th</sup>, 1998, before me, Patricia O'Loughlin, personally  
appeared L.R. Perkins, of PEBBLE TECHNOLOGY, INC.,

X personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the person(s)  
whose name(s) is/are subscribed to the within instrument and acknowledged  
to me that he/she/they executed the same in his/her/their authorized  
capacity(ies), and that by his/her/their signature(s) on the instrument  
the person(s), or the entity upon behalf of which the person(s) acted,  
executed the instrument.

Witness my hand and official seal.



Patricia O'Loughlin  
SIGNATURE OF THE NOTARY

[Notarial Seal]